

EXHIBIT B

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		ADMINISTRATIVE CLAIM
In re Fleming Companies, Inc., et al. [†] Debtors	Chapter 11, Case Number Case No 03-10945 (MFW) (Jointly Administered)	
NOTE This form should only be used to make a claim for an administrative expense arising on or after April 1 2003 through and including October 31 2003 IT SHOULD NOT BE USED FOR CLAIMS ARISING PRIOR TO APRIL 1, 2003		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach a copy of statement given particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court
Name of Creditor and Address Wayne Berry Post Office Box 3727 Honolulu, Hawaii 96813-3727		
Creditor Telephone Number (808) 387-3881	CREDITOR TAX ID #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR Federal Express Tracking Number 831387645600
Check here if this claim		<input type="checkbox"/> replaces or amends a previously filed claim dated _____ <input type="checkbox"/> amends
1 BASIS FOR ADMINISTRATIVE CLAIM <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death/property damage <input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input checked="" type="checkbox"/> Other (describe briefly) Your social security number _____ <input type="checkbox"/> Contractual or lease obligations Unpaid compensation for services performed from _____ to _____ Fleming's unauthorized sale of Berry's Freight Control System software to C&S Voluminous documents - available on request (date) (date)		
2 DATE DEBT WAS INCURRED SEE FOOTNOTE # 1 - BELOW		3 IF COURT JUDGMENT, DATE OBTAINED
4 TOTAL AMOUNT OF ADMINISTRATIVE CLAIM		\$ 48 Million (Forty Eight Million Dollars) (Total)
If all or part of your claim is secured, also complete Item 5 below		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges		
5 SECURED CLAIM <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of set off) Brief description of collateral _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other _____ Value of collateral \$ _____		7 Offsets, Credits and Setoffs <input type="checkbox"/> All payments made on this claim by the Debtors have been credited and deducted from the amount claimed herein <input type="checkbox"/> This claim is not subject to any setoff or counterclaim <input type="checkbox"/> This claim is subject to setoff or counter claim as follows _____
6 Please identify the Debtor against whom your claim is asserted† Fleming Companies, Inc		8 This Administrative Proof of Claim <input checked="" type="checkbox"/> is the first filed proof of claim evidencing the claim asserted herein <input type="checkbox"/> amends/supplements a proof of claim filed on _____, or <input type="checkbox"/> replaces/suspends a proof of claim filed on _____
9 Assignment <input type="checkbox"/> If the claimant has obtained this claim by Assignment, a copy is attached hereto DATE SIGNED June 7, 2004 SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach power of attorney, if any) Wayne Berry Wayne Berry		THIS SPACE FOR COURT USE ONLY FILED JUN 09 2004 BMC

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 and 3571

† Please refer to instructions on reverse side for a complete list of debtors.

FOOTNOTE 1 According to Fleming disclosures (made after the First Admin Bar Date) sometime on or after July 7, 2003

Fleming Companies Claim



18428

INSTRUCTIONS FOR FILING PROOF OF ADMINISTRATIVE CLAIM

- 1 Please read this proof of administrative claim form carefully and fill it in completely and accurately
- 2 Print legibly Your claim may be disallowed if it cannot be read and understood
- 3 The proof of claim must be completed in English The amount of any claims identified on the form must be as of October 31 2003, and must be denominated in United States currency
- 4 Attach additional pages if more space is required to complete this proof of administrative claim form
- 5 **THIS FORM SHOULD ONLY BE USED TO MAKE A CLAIM FOR AN ADMINISTRATIVE EXPENSE, AS DEFINED IN 11 U.S.C. § 503, THAT WAS INCURRED ON OR AFTER APRIL 1, 2003 THROUGH OCTOBER 31, 2003 THIS FORM IS NOT FOR FILING CLAIMS ARISING PRIOR TO APRIL 1, 2003**
- 6 This proof of claim form should be sent by messenger, or overnight courier to

For Overnight Mail or Hand Delivery
 Bankruptcy Management Corp ("BMC")
 1330 E Franklin Ave
 El Segundo, CA 90245

For Regular Mail
 Bankruptcy Management Corp ("BMC")
 P O Box 900
 El Segundo, CA 90245-0900

BMC is not permitted to accept claims sent by facsimile, telecopy or other electronic submission

- 7 To obtain verification that your proof of claim was received by BMC, include a copy of the completed form and a self-addressed postage prepaid return envelope when you file this form with BMC
- 8 **THE CLAIMANT MUST ATTACH COPIES OF ANY AND ALL SUPPORTING DOCUMENTS THAT PROVE THAT THIS CLAIM IS FOR AN OBLIGATION INCURRED ON OR AFTER APRIL 1, 2003 THROUGH AND INCLUDING OCTOBER 31, 2003, SUCH AS PROMISSORY NOTES, PURCHASE ORDERS, INVOICES, ITEMIZED STATEMENTS OF ACCOUNTS, CONTRACTS, COURT JUDGMENTS, OR EVIDENCE OF A SECURITY INTEREST IF THE DOCUMENTS ARE NOT ATTACHED, THE DEBTOR MAY SEEK DISALLOWANCE OF YOUR CLAIM.**
- 9 To be considered timely filed, the proof of claim form must be actually received by BMC by January 15, 2004, at 4 00 p m Eastern Standard Time and must include appropriate materials establishing THE ADMINISTRATIVE NATURE OF THE CLAIM and the amount of the asserted claim

Name and case number of the Debtor Entity

Fleming Companies, Inc (03-10945)	Fleming Transportation Service, Inc (03-10945)
Core-Mark International, Inc (03-10945)	Food 4 Less Beverage Company, Inc (03-10945)
ABCO Food Group, Inc (03-10945)	Fuelserv, Inc (03-10945)
ABCO Markets, Inc (03-10945)	General Acceptance Corporation (03-10945)
ABCO Realty Corp (03-10945)	Head Distributing Company (03-10945)
ASI Office Automation, Inc (03-10945)	Marquise Ventures Company, Inc (03-10945)
C/M Products, Inc (03-10945)	Minter-Weisman Co (03-10945)
Core-Mark Interrelated Companies, Inc (03-10945)	Piggly Wiggly Company (03-10945)
Core-Mark Mid-Continent, Inc (03-10945)	Progressive Realty Inc (03-10945)
Dunigan Fuels Inc (03-10945)	Rainbow Food Group, Inc (03-10945)
Favar Concepts, Ltd. (03-10945)	Retail Investments, Inc (03-10945)
Fleming Foods Management Co L L C (03-10945)	Retail Supermarkets Inc (03-10945)
Fleming Foods of Texas, L P (03-10945)	RFS Marketing Services, Inc (03-10945)
Fleming International, Ltd (03-10945)	Richmar Foods, Inc (03-10945)
Fleming Supermarkets of Florida, Inc (03-10945)	

See other side for Proof of Administrative Claim Form